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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
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DELPHI CORPORATION, <i>et al.</i>	:
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Debtors.	:
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Chapter 11
Case No. 05-44481 (RDD)

**STIPULATION AND ORDER BETWEEN DEBTORS AND NEC
ELECTRONICS AMERICA, INC. RESOLVING OBJECTION TO NOTICE OF
NON-ASSUMPTION OF CERTAIN EXPIRED OR TERMINATED CONTRACTS**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), and NEC Electronics of America, Inc. ("NEC"), by their counsel, stipulate with regard to the following recitals:

Recitals

1. Delphi Automotive Systems LLC, Electronics & Safety Division, as buyer, and NEC, as seller, were parties to pre-petition contracts that Delphi asserts were terminated or expired by their terms (the “Contracts”).

2. On June 16, 2009, the Debtors filed the First Amended Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors in Possession (As Modified) (the “Modified Plan”).

3. On July 2, 2009, the Debtors served a Notice of Non-Assumption of Contract regarding the Contracts upon NEC.

4. On July 21, 2009, NEC filed an Objection to the Notice of Non-Assumption of Contract (the “Contract Objection”) and asserted that the Contracts had not expired or terminated and must be assumed by the Debtors.

5. On July 30, 2009, the Bankruptcy Court entered its Order Approving Modifications Under 11 U.S.C. § 1127(b) to (I) First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors in Possession, as Modified and (II) Confirmation Order (Docket No. 12359), approved the Debtors’ Modified Plan.

6. The Debtors and NEC have reached an agreement to resolve the Contract Objection without litigation.

THEREFORE, in consideration of the foregoing Recitals and the provisions herein, the parties stipulate and agree as follows:

Stipulation

1. Upon entry of this Stipulation, the Debtors shall grant NEC an Al-

lowed Administrative Claim (as defined in the Modified Plan) in the amount of \$50,000, which shall be paid in accordance with the terms of the Modified Plan.

2. The Contract Objection is withdrawn with prejudice. Upon execution of this Stipulation, NEC shall file a notice of withdrawal of the Contract Objection on the ECF docket of this case.

3. NEC releases and discharges the Debtors from all claims arising from the Contracts, provided that nothing contained in this paragraph shall release, discharge, limit or impair in any respect any rights or obligations of NEC or the Debtors under or in respect of (i) the Allowed Administrative Claim, (ii) any contracts or agreements other than the Contracts, or (iii) any claims of NEC previously filed in the above-referenced chapter 11 cases, whether or not previously assigned by NEC, including without limitation Claim No. 16368 allowed against Delphi Automotive Systems, LLC in the amount of \$9,596,272.10 by the Joint Stipulation and Order approved by the Court with respect thereto on September 7, 2007.

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Neil Berger
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NEC ELECTRONICS AMERICA, INC.
By its attorneys,
KIESELSTEIN LAW FIRM, PLLC
By:

/s/ Steve Kieselstein
STEVE KIESELSTEIN
1187 Troy-Schenectady Road
Latham, New York 12110
(518) 785-7800

Dated: Latham, New York

Dated: New York, New York
September 29, 2009

September 29, 2009

The foregoing is So Ordered on the
15th day of October, 2009

/s/Robert D. Drain
ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE